



CUSTOMER NOTICE

DECEMBER 22, 1994

C-#763

TO: ALL B&W RETAIL CUSTOMERS

ACQUISITION OF AMERICAN TOBACCO

We are pleased to announce that the acquisition of American Tobacco Company by B.A.T. Industries has been completed.

At retail, Brown & Williamson will now take ownership of some of the most competitive brands available in the marketplace. This includes CARLTON, MISTY, MONTCLAIR, PRIME, PRIVATE STOCK, LUCKY STRIKE, AND PALL MALL.

As a result, we'd like to update you on the following items:

American Tobacco Promotions

Retail promotion will continue to be an integral part of our marketing strategies. Your B&W representative will soon contact you concerning on-going support and promotion of the brands previously owned by American Tobacco.

American Tobacco Merchandising Agreement

For those customers who have a current American Tobacco permanent merchandising agreement, we are pleased to announce that American Tobacco's Permanent Merchandising Agreements (Carton Display Program and the Permanent Package Display Program) now in effect will continue without interruption until March 31, 1995. In the near future, your B&W representative will be contacting you to discuss the details of our 1995 Merchandising Program "Performance Plus '95," which will reflect the combined businesses.

We would like to thank you for your support and contribution to our success.

Sincerely,

Brown & Williamson Tobacco Corporation

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